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James L. Murphy, III  
(615) 252-2303  
Fax (615) 252-6303  
Email: jlmurphy@boultcummings.com

T.R.A. DOCKET ROOM

July 15, 2005

Aster Adams, Chief  
Competitive Markets & Policy Division  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

**Re: Docket No. 05-00066 Approval of Verizon Communications Inc.'s  
Acquisition of MCI, Inc. - Response to TRA's Data Request No. 3 -**

Dear Mr. Adams:

This letter responds to the data request that you sent to Verizon Communications Inc. ("Verizon") and MCI, Inc. ("MCI") (collectively, the "Parties") by letter dated July 7, 2005 in connection with the Joint Notice that the Parties filed with the Tennessee Regulatory Authority (the "Authority") describing Verizon's proposed acquisition of MCI pursuant to the Agreement and Plan of Merger dated February 14, 2005. The Parties respectfully respond to the data request as follows:

**REQUEST NO. 1.** Due to recent MCI shareholder attempts to block Verizon's acquisition of MCI, provide continued updates of any actions which could affect this petition at the state or federal level.

**RESPONSE:** On May 1, 2005, MCI's board of directors unanimously determined that the merger agreement between Verizon and MCI and the transactions contemplated by the merger agreement were advisable, fair and in the best interests of MCI's stockholders and more favorable to MCI's stockholders than the best and final offer from Qwest. MCI's board of directors then voted unanimously to approve the Verizon merger agreement and to recommend that MCI's stockholders approve and adopt the merger agreement. On May 2, 2005, Qwest announced that it would no longer participate in the process and has revoked its offer.

The approval of the Verizon offer and the closing of the merger requires the affirmative vote of the holders of a majority of the outstanding shares of MCI common stock. Additionally, regulatory approval is required. Verizon and MCI have furnished materials to the Antitrust Division of the U.S. Department of Justice and the Federal Trade Commission for their review and must obtain approvals from the Federal Communications Commission, various state public service or public utility commissions or similar state regulatory bodies before the merger can be completed. To

LAW OFFICES

1600 DIVISION STREET, SUITE 700 • P.O. BOX 340025 • NASHVILLE, TN • 37203  
TELEPHONE 615 244 2582 FACSIMILE 615 252 6380 www.boultcummings.com

date, 11 state commissions have either approved the transaction or decided not to take any further action.

On June 15, 2005, Deephaven Capital Management LLC (“Deephaven”) filed with the U.S. Securities and Exchange Commission a Preliminary Proxy Statement in which it stated it intended to was solicit proxies from holders of shares of MCI common stock to vote against Verizon’s merger with MCI. On July 15, Deephaven filed an amendment to their preliminary Proxy Statement. Although Deephaven stated that it “believes a combination with Qwest under the terms and conditions of Qwest’s revoked April 21 proposal . . . would be in the interest of MCI stockholders,” it further stated that it “has no knowledge of Qwest’s plans or intentions, however, to engage in a merger combination” if shareholders do not approve the acquisition. MCI intends to proceed with the shareholder vote on the merger on a date to be announced.

Separately, MCI is the subject of various shareholder legal proceedings, the first of which was filed February 15, 2005, and which are pending in Delaware Chancery Court. These proceedings relate to the merger and MCI’s Board of Directors’ approval thereof. Verizon is a party to one of those proceedings. MCI and Verizon are vigorously defending their actions in these cases.

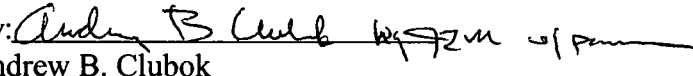
Respectfully submitted,

MCI, INC.

By:   
James L. Murphy  
Boult, Cummings, Conners & Berry PLC  
1600 Division Street, Suite 700  
P.O. Box 340025  
Nashville, TN 37203  
(615) 252-2303 (tel)  
(615) 252-6303 (fax)  
jmurphy@boultcummings.com

Dulaney L. O'Roark III  
Kennard B. Woods  
MCI Inc.  
Six Concourse Parkway  
Suite 600  
Atlanta, GA 30328  
(770) 284-5497 (tel)  
(770) 284-5488 (fax)  
de.oroark@mci.com  
ken.woods@mci.com

VERIZON COMMUNICATIONS INC.

By:   
Andrew B. Clubok  
Kirkland & Ellis LLP  
655 Fifteenth Street, N.W.  
Suite 1200  
Washington, DC 20005  
(202) 879-5000 (phone)  
(202) 879-5200 (fax)  
aclubok@kirkland.com

Robert P. Slevin  
Associate General Counsel  
1095 Avenue of the Americas, Room 3824  
New York, New York 10036  
(212) 395-6390 (phone)  
(212) 764-2739 (fax)

Sherry F. Bellamy  
Vice President and Associate General Counsel  
Verizon Corporate Services Corp.  
1515 North Courthouse Road, Suite 500  
Arlington, VA 22201  
(703) 351-3011 (phone)  
(703) 351-3655 (fax)

Enclosure

cc: State Attorney General (By Overnight Delivery)